

**IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

|                               |   |                        |
|-------------------------------|---|------------------------|
| In re:                        | * | Case No. 20-33948 (MI) |
|                               | * |                        |
| FIELDWOOD ENERGY LLC, et al., | * | Chapter 11             |
|                               | * |                        |
| Debtors.                      | * | (Jointly Administered) |

**JX NIPPON OIL EXPLORATION (U.S.A.) LIMITED’S WITNESS AND EXHIBIT LIST  
FOR HEARING SCHEDULED FOR 1:30 P.M. ON AUGUST 24, 2020**

JX Nippon Oil Exploration (U.S.A.) Limited (“Nippon”) submits the following Witness and Exhibit List for the hearing on: (1) the Motion of Debtors for Final Order (I) Authorizing Debtors to (A) Continue Insurance Programs and the Surety Bond Program, and (B) Pay Certain Obligations With Respect Thereto; (II) Granting Relief From Automatic Stay With Respect to Workers’ Compensation Claims; and (III) Granting Related Relief [ECF No. 4] (the “Insurance and Surety Program Motion”); and (2) Nippon’s Objection to the Debtors’ Insurance and Surety Program Motion [ECF No. 189], scheduled at 1:30 p.m. on August 24, 2020 in the above styled bankruptcy case (the “Bankruptcy Case”) before the Honorable Marvin Isgur, United States Bankruptcy Judge:

**WITNESSES**

Nippon may call one or more of the following witnesses:

1. Any witness listed, offered or called by the Debtors;
2. Any witness listed, offered or called by any other party;
3. Any witness required for rebuttal or impeachment; and
4. Any witnesses necessary to authenticate a document.

**EXHIBITS**

| Ex. | Description | Offered | Objection | Admitted | Disposition |
|-----|-------------|---------|-----------|----------|-------------|
|-----|-------------|---------|-----------|----------|-------------|

| # |  |  |  |  |  |
|---|--|--|--|--|--|
| 1 | Emergency Motion of Debtors for Interim and Final Orders (I) Authorizing Debtors to (A) Continue Insurance Programs and the Surety Bond Program, and (B) Pay Certain Obligations With Respect Thereto; (II) Granting Relief From Automatic Stay With Respect to Workers' Compensation Claims; and (III) Granting Related Relief [ECF No. 4].       |  |  |  |  |
| 2 | Interim Order (I) Authorizing Debtors to (A) Continue Insurance Programs and Surety Bond Program, and (B) Pay Certain Obligations With Respect Thereto; (II) Granting Relief From Automatic Stay With Respect to Workers' Compensation Claims; and (III) Granting Related Relief [ECF No. 152] (the "Interim Insurance and Surety Program Order"). |  |  |  |  |
| 3 | Purchase and Sale Agreement, dated as of August 5, 2010, effective January 1, 2010, as amended by Amendment to Purchase and Sale Agreement, dated August 30, 2010 between Nippon and Black Elk Energy Offshore Operations, LLC ("Black Elk").  |  |  |  |  |
| 4 | Assignment and Bill of Sale effective as of January 1, 2010 between Nippon and Black Elk.  |  |  |  |  |
| 5 | Performance bonds on behalf of Black Elk, as principal, in favor of Nippon, as obligee, to secure performance of P&A Obligations (the "Black Elk Bonds").  |  |  |  |  |
| 6 | Purchase and Sale Agreement dated March 13, 2014, as amended by First Amendment to Purchase and Sale Agreement, dated effective March 1, 2014 between Black Elk and SandRidge Energy Offshore, LLC, now known as Fieldwood Energy Offshore LLC (the "2014 Black Elk-Fieldwood PSA").   |  |  |  |  |
| 7 | Assignment, Conveyance and Bill of Sale dated March 13, 2014, effective  |  |  |  |  |

|    |  |  |  |  |  |
|----|--|--|--|--|--|
|    | March 1, 2014, between Black Elk and Fieldwood (the “Closing Conveyance”).   |  |  |  |  |
| 8  | Assumption Agreement dated July 8, 2014 between Nippon, Black Elk and Fieldwood (the “2014 Fieldwood Assumption Agreement”).   |  |  |  |  |
| 9  | Performance bonds issued by U.S. Specialty Insurance Company, namely U.S.S.I.C. Bond Nos. B008837, B008838 and B008839, in order to secure P&A Obligations with respect to the Nippon Legacy Leases, and in replacement of two Black Elk bonds issued by Westchester Fire Insurance Company and one Black Elk Bond issued by Travelers Casualty and Surety Company of America (the “Fieldwood Replacement Bonds”). |  |  |  |  |
| 10 | Any pleadings, exhibits thereto, or documents filed into the record of this proceeding, whether by the parties hereto or any other person or entity.   |  |  |  |  |
| 11 | Any exhibits listed, designated, offered or used by any other party.   |  |  |  |  |
| 12 | Any exhibits necessary for rebuttal.   |  |  |  |  |

Nippon reserves the right to modify, amend or supplement this Witness and Exhibit List at any time prior to the hearing in this matter. Nippon further reserves the right to ask the Court to take judicial notice of pleadings, transcripts and/or other documents filed in connection with this Bankruptcy Case, and to offer rebuttal exhibits and demonstrative exhibits as appropriate.

Dated: August 20, 2020.

Respectfully submitted,

/s/ Andrew A. Braun

ANDREW A. BRAUN

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*Counsel for JX Nippon Oil Exploration  
(U.S.A.) Limited*

**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the above and foregoing document was served via electronic mail on the 20th day of August 2020, to all parties in interest listed on the ECF service list requesting notice.

/s/ Andrew A. Braun  
ANDREW A. BRAUN